

ORDINANCE No. 114918

COUNCIL BILL No. 107777

Law Department

The City of Seattle--Legislative

REPORT OF COMMITTEE

AN ORDINANCE relating to land use and zoning; amending Plat 44W, page 116 of the official Land Use Map; rezoning one of three parcels at the site of the Union Station from International District Mixed 65' 120' (IDM 65' 150'); accepting a Property Use and Development Agreement in connection therewith, and approving the planned community development for the entire site (Petition of Union Pacific Realty, Inc. (Upland Industries Corporation; C.F. 297244.)

Honorable President:

Your Committee on URBAN REDEVELOPMENT

to which was referred the within Council Bill No. 107777 report that we have considered the same and respectfully recommend ^{PK 58}

DO PASS BY A VOTE OF 2-

Vote 8-0

COMPTROLLER FILE No. _____

Introduced: JAN 22 '90	By: <i>Kroebel</i>
Referred: JAN 22 '90	To:
Referred:	To:
Referred:	To:
Reported: JAN 29 1990	Second Reading: JAN 29 1990
Third Reading: JAN 29 1990	Signed: JAN 29 1990
Presented to Mayor: JAN 31 '90	Approved: FEB 5 1990
Returned to City Clerk: FEB 5 1990	Published:
Vetoed by Mayor:	Veto Published:
Passed over Veto:	Veto Sustained: 

US5047

[Signature]

Committee Chair

Law Department

The City of Seattle--Legislative Department

Date Reported
and Adopted

REPORT OF COMMITTEE

Honorable President:

Your Committee on URBAN REDEVELOPMENT

to which was referred the within Council Bill No. 107777
report that we have considered the same and respectfully recommend that the same:

DO PASS BY A VOTE OF 2-0 ON 1-24-91

Vote 8-0

[Signature]

Committee Chair

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ORDINANCE 14918

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WHEREAS, Union Pacific Railroad (UPR) is owner of certain real property located at the site of the Union Station in Seattle, King County, Washington ("Property"); and

WHEREAS, UPR proposed future construction of a mixed-use office development to be located on the Property, and in connection therewith filed applications for a planned community development ("PCD") and a height rezone from IDM 65'/120' to IDM 65'/150'; and

WHEREAS, on August 9, 1989, a public hearing was held before the Hearing Examiner for the City of Seattle, following which the Hearing Examiner recommended approval of the PCD and contract rezone; and

WHEREAS, on October 4, 1989, the Urban Redevelopment Committee heard oral arguments and recommended to the full City Council to conditionally grant the contract rezone and PCD; and

WHEREAS, on October 9, 1989, the full City Council sitting in regular session voted to accept the recommendation of the Urban Redevelopment Committee and approved the PCD and contract rezone, subject to certain conditions, as adopted in the Council's Findings and Conclusions; and

WHEREAS, UPR has executed the attached Property Use and Development Agreement (PUDA) incorporating the conditions imposed by the City Council; Now, Therefore,

BE IT ORDAINED BY THE CITY OF SEATTLE AS FOLLOWS:

Section 1. That Plat 44W, page 116 of the Official Land Use Map shall be amended to rezone from International District Mixed 65'/120' (IDM 65'/120') to International District Mixed 65'/150' (IDM 65'/150') Zoning Parcel 2 of the following described property and to reflect approval of

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an application for a planned community development for all of the following described property:

PARCEL 1:

A portion of Lots 4, 5, 6, 7 and 8 and of the vacated alley in Block 28 of D.S. Maynard's Plat of the Town (now City) of Seattle, King County, Washington, according to the recorded plat thereof, more particularly described as follows:

Beginning at the southwest corner of said Lot 4; thence north along the west line of said Lot 4 a distance of 55.0 feet to a southwesterly corner of that certain parcel of land described in warranty deed dated August 2, 1954, from Union Pacific Railroad Company to Dorothy Replin, identified in said Railroad Company's records as C.D. No. 40800-1, Union Pacific Land Sold Audit No. 2322; thence southeasterly along a southwesterly line of said deeded parcel of land, which is a tangent curve concave northeasterly having a radius of 40.0 feet, a distance of 62.83 feet to a point that is 15.0 feet distant northerly, measured at right angles from the south line of said Block 28; thence east along the southerly line of said deeded parcel of land which is a straight line parallel with said south line of Block 28, a distance of 138.0 feet, more or less, to a point that is 78.0 feet distant westerly, measured at right angles, from the east line of said Block 28; thence north along the east line of said deeded parcel of land which is a straight line parallel with said east line of Block 28, a distance of 225.0 feet, more or less, to a point in the north line of said Block 28; thence east along said north line of Block 28, a distance of 78.0 feet, more or less, to the northeast corner of said block; thence south along the east line of said block, a distance of 240.0 feet to the southeast corner thereof; thence west along the south line of said Block, a distance of 256.0 feet to the true point of beginning.

Containing an area of 21,720 square feet or 0.50 of an acre, more or less.

PARCEL 2:

A parcel of land being all of Blocks 25, 26 and 27 and the vacated alleys located therein of D.S. Maynard's plat of the Town (now City) of Seattle, according to the recorded plat thereof, and all of Blocks 201 and 202 and the vacated alleys located therein of the plat of the Seattle tide lands according to the recorded plat thereof, and all those portions of vacated King, Weller and Lane Streets adjoining to the above mentioned blocks, all in the City of Seattle, King County, Washington.

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Containing an area of 260,870 square feet or 5.99 acres, more or less.

PARCEL 3:

A parcel of land being portions of Lots 1, 2, 3, 4, 5, 6 and 7 of the Columbia and Puget Sound Railroad replat of part of Block 283 of the Seattle Tide Lands according to the recorded plat thereof in the City of Seattle, King County, Washington, more particularly described as follows:

Beginning at the most northerly corner of said replat; thence along the westerly line of said replat, south 01 degree 08 minutes 05 seconds west, 402.98 feet to the southwest corner of said replat; thence along the southerly line of said replat, 129.99 feet to the beginning of a nontangent curve, concave northeasterly, from which point a radial line bears north 77 degrees 10 minutes 43 seconds east, 1127.00 feet; thence northwesterly, along said curve, through a central angle of 02 degrees 31 minutes 50 seconds, 49.78 feet; thence north 01 degree 08 minutes 05 seconds east, 264.77 feet to a point on the northeasterly line of said replat; thence along said northeasterly line, north 51 degrees 59 minutes 37 seconds west, 148.75 feet to the point of beginning.

Said parcel contains an area of 42,853 square feet (0.984 acres), more or less.

Section 2. That under the new zoning designation of IDM 65'/150', the rezoned Property may be developed for a planned community development with two buildings reaching 150 feet in height as approved by the City Council, provided that the conditions contained in the attached Property Use and Development Agreement are met.

Section 3. That the City of Seattle hereby accepts the attached Property Use and Development Agreement dated December 12, 1989 and recorded in the records of the Director of Records and Elections of King County, under Recording No. _____ and filed in C.F. 297244, by which UPR agrees to certain restrictions upon the use and development of said property in order to ameliorate any adverse impacts of the

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PCD and height limitations not otherwise permitted in the International District Mixed 65'/150' (IDM 65'/150') zone.

Section 4. That the City Clerk is hereby authorized and directed to deliver copies of the Property Use and Development Agreement accepted by this ordinance to the Director of Construction and Land Use and the Director of Community Development.

Section 5. A planned community development is hereby approved for the property described in Section 1 subject to the conditions adopted in the Council's Findings and Conclusions attached hereto as Attachment "A."

Section 6. That this ordinance shall take effect and be in force 30 days from and after its passage and approval if by the mayor; otherwise it shall take effect at the time it shall become a law under the provisions of the city charter.

Passed by the City Council the 29th day of January, 1990 and signed by me in open session in authentication of its passage this 29th day of January, 1990.

Paul J. Grady

President, Seattle City Council

Approved by me this 5th day of February, 1990.
Norman B. Rice

Mayor

Filed by me this 5th day of February, 1990.

City Comptroller

Attest: Howard J. Brooks

City Clerk

By: Theresa J. Dunbar

Deputy Clerk

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RECEIVED THIS DAY

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BY THE CITY OF SEATTLE
RECEIVED BY THE CLERK

90/02/15 #1596 D
RECD F 19.00
REC FEE 2.00
CASHSL ***21.00

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ORDINANCE 14918

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Mayor

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Attest: Norman J. Brooks
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By: Theresa J. Duncan
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STATE OF WASHINGTON)
COUNTY OF KING) SS
CITY OF SEATTLE)

I, NORWARD J. BROOKS, Comptroller and City Clerk of the City of Seattle, do hereby certify that the within instrument is a true and correct copy of the original instrument as the same appears on file and recorded in the Department.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal of the City of Seattle, this February 13, 1990

NORWARD J. BROOKS
Comptroller and City Clerk

By: Theresa Dunbar
Deputy Clerk

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PROPERTY USE AND DEVELOPMENT AGREEMENT

THIS INSTRUMENT, executed this date in favor of the City of Seattle, a municipal corporation (herein called "City"), by the undersigned owners of the within described property (herein called "Owners"):

WITNESSETH:

WHEREAS, Owners are persons owing a fee simple and/or having a substantial beneficial interest in the properties described in Exhibit A attached hereto and incorporated by reference (herein called "Property"):

WHEREAS, Owners have proposed future construction of a mixed-use office development to be located on the Property. In connection with this proposal, Owners have filed an application and petition (C.F. 297244/MUP No. 8600056) for a Planned Community Development ("PCD") and a height rezone from IDM 65'/120' to IDM 65'/150' zone pursuant to the provisions of the Land Use Code; and

WHEREAS, Draft and Final Environmental Impact Statements have been prepared by the City in connection with the Owners proposal; and

WHEREAS, the PCD and height rezone were reviewed by the International Special Review District Board and the Pioneer Square Preservation Board, both of which have recommended approval of the PCD and contract rezone; and

WHEREAS, the Departments of Community Development ("DCD") and Construction and Land Use ("DCLU") have reviewed the applications for the PCD and contract rezone, and have recommended approval; and

WHEREAS, a public hearing was held on the applications on August 9, 1989 before the Hearing Examiner for the City of Seattle, following which the Hearing Examiner recommended approval of the PCD and contract rezone; and

WHEREAS, the Seattle City Council reviewed the record in connection with the PCD and contract rezone, and concluded that the criteria for approval had been met as set forth in the Findings and Conclusions of the Seattle City Council adopted October 9, 1989; and

WHEREAS, the Seattle City Council required that the conditions of approval be incorporated into a Property Use and Development Agreement signed by the Owner; and

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WHEREAS, the PCD will provide important public benefits in the form of voluntary housing contribution, public services, employment, public revenue, strengthening of neighborhood character, improvements in pedestrian circulation and urban form, and historic rehabilitation; and

WHEREAS, the potential impacts of a proposed PCD can be mitigated by the conditions incorporated herein; and

WHEREAS, the proposed PCD is consistent with the Downtown Land Use Policies and the Land Use Policies for the International District and Pioneer Square District; and

WHEREAS, the rezone to allow increased height is necessary to achieve a better development than would otherwise result from application of the development standards in the zone; and

WHEREAS, the contract rezone as conditioned herein will not be materially detrimental to the public welfare; and

WHEREAS, the rezone is consistent with the policies of the Downtown Land Use Code and Downtown Plan;

NOW, THEREFORE, the Owner hereby covenants, bargains and agrees on behalf of itself and its heirs, successors and assigns, that in return for approval of a contract rezone to permit two buildings to reach 150 feet in height, any PCD developed on the Property will be developed in accordance with this Agreement.

Section 1. Development of the Property for a PCD shall be accomplished in accordance with the following conditions:

A. Historical and Cultural Resources.

1. The Pioneer Square District Board and the International District Board must issue a Certificate of Approval prior to commencement of restoration activities on the Union Station Building. In addition, a Certificate of Approval shall be obtained by the applicant prior to each phase of construction from the International District Board. In addition, a Certificate of Approval shall be obtained by the applicant prior to construction of Building 1 from the Pioneer Square Board which shall review for compatibility with the Union Station Building.

2. Although not required, the applicant is encouraged to coordinate restoration of the Union Station Building with the State Office of Archeology and Historic Preservation. The State would be sent a copy of the plans for

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the redevelopment even if federal investment tax credits or federal program funds are not utilized in the project.

B. Housing.

1. Owner shall contribute One Hundred Thousand Dollars (\$100,000) to a non-profit organization to be used for development of housing in the International District or eastern portion of Pioneer Square. This contribution shall be made prior to issuance of a building permit for Building 1.

2. The applicant shall use its best efforts to assist in maximum utilization of these funds for housing, as for example by seeking matching funds, low interest loans, or other types of monetary aid that would assist in the development of housing.

3. If, by the time that a Certificate of Occupancy is issued for Building 4, the applicant has been unable to obtain matching funds or other monetary aid as set forth in paragraph two above, then the applicant shall pay an additional Forty Thousand Dollars (\$40,000) in the form of cash payment or interest subsidy. The Forty Thousand Dollars shall be paid to a non-profit organization to be used for development of housing in the International District or eastern portion of Pioneer Square.

4. Any such monies contributed to a housing project with a non-profit corporation shall be considered private equity contributions to the project.

C. Aesthetics and Pedestrian Environment.

1. A conceptual landscaping plan shall be developed prior to issuance of a Certificate of Approval for Building 1.

2. All building materials shall respect the historic significance of the Union Station Building.

3. Specific building materials and design will be approved as part of the Certificate of Approval process for each building.

4. The extensions of King, Lane and Weller minimizes the appearance of bulk. Accordingly, upon final completion of the PCD these areas shall be maintained as through pedestrian and view corridors.

5. Plaza areas shall be well lighted for security purposes and to encourage an active environment.

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6. Retail uses at street level along Fifth Avenue shall use sidewalk and plaza areas to create interesting and lively public spaces. Consideration shall be given to providing access to retail facilities from street/plaza locations.

7. All publicly accessible spaces, including but not limited to the elements of landscaping, seating and lighting, shall be maintained in a safe and attractive condition.

8. The Union Station forecourt or apron shall be developed as a major pedestrian entrance to the restored station and the major pedestrian entrance from the north.

9. All street-level retail activities shall maintain a high degree of transparency for pedestrian interest and continuity, especially along Fifth Avenue.

10. Access that is convenient, safe and secure for pedestrians walking from the main parking garage facility to the International District King Street retail core shall be provided. Parking garage access points at street level shall be sited on or near major pedestrian routes. Major pedestrian routes include 5th Ave. S. from S. King St. to S. Lane St. and the pedestrian rights-of-way extensions through the project site at King, Weller and Lane St.

11. The main parking garage facility shall be committed to and be made available to the International District and Pioneer Square during non-office hour periods at a charge. The owner and/or parking management company shall respond to changing parking needs of the communities and regulate park-and-ride activities.

12. In order to integrate the development with adjacent communities, compatible and complementary land uses should result. An extended hour environment and activities form both the Pioneer Square and International District shall be actively pursued by the applicant.

13. The owner(s) and/or responsible party(ies) shall actively market retail space to existing businesses in the International District and Pioneer Square. The applicant shall prepare a detailed marketing plan (to exclude traditionally confidential matters such as prospective tenant lists, rent schedules) to attract daycares, museums, and district businesses and organizations. This plan shall be reviewed and approved by DCD. Window display areas shall be provided by the applicant at an optional charge to service uses.

14. Street level exterior plazas, arcades, and pedestrian corridors are designated public benefits to the

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communities. Such open spaces shall remain open for public use. Any changes to public access hours shall be reviewed by the International Special Review Board and Pioneer Square Preservation Board when appropriate.

D. Parking and Access. The following conditions for Transportation and Parking should be satisfied prior to building permit issuance:

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1. Since the garage will be available during evenings and weekends for general public use, and at other times when it can be done without interference or inconvenience to employees or patrons of the project, consideration shall be given to design solutions that provide convenient and safe access for pedestrians walking from the parking garage to plaza and building levels and the International District. Parking shall be identified as being available for the general public.

2. Inbound left turns shall be prohibited at Access A and C. The signal at Access A shall be operable prior to issuance of an occupancy permit for Building 1. The signal at Access A shall be designed to accommodate pedestrian crossings. It shall not operate as a pedestrian signal initially until development occurs on the west side of 4th Ave. S.

3. The following areas shall be designated passenger loading zones: apron area in front of the Union Station Building; and, the main parking garage. No loading zone is required for the west side of Fifth Avenue.

4. The configuration of 5th Ave. S. shall be pedestrian oriented and respond to the retail business needs of the community. The street rights-of-way design for 5th Ave. S. shall be one lane of travel in each direction, with parking permitted on both sides of the street, except during the p.m. peak hour, when parking on the west (southbound) side will be restricted. Passenger loading in the southbound curb lanes is to be managed with extra signage and additional enforcement.

5. The attendant booths and other parking equipment in the garage should be designed to facilitate ingress and egress, especially to prevent traffic from lining up onto the street system, and to be user friendly. At a minimum, the center lane at Access A should be reversible.

6. Truck-loading areas should be located off-street, in the parking garage.

7. Any above-grade parking structure or the interim accessory surface parking in the IDM zone shall be approved by

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the International District Special Review Board and the Director of DCD.

8. The Owner shall pay for the design and installation, (to Seattle Engineering Department specifications) of a traffic signal on 4th Ave. S. between S. Jackson St. and Airport Way S. between King and Weller Streets. The signal shall be an actuated signal with detection loops located inside the garage exit. Hard wire interconnect shall be provided between S. Jackson St. and Airport Way S. (conduit and interconnect cable) for computer control. The applicant is responsible only for installation of the signal and connections to the existing City system. EPAC 300 controller will be specified. Initially, pedestrians should be prohibited from crossing at this location; crossing instead at S. Jackson St. or Airport Way S.

a. Southbound left turns shall be prohibited at this entrance into the garage.

b. Payment for parking shall be made upon exit from the garage and the entrance gates should be located a sufficient distance within the garage to avoid queuing onto 4th Ave. S.

9. The second access point located on 4th Ave. S., south of Airport Way S., shall be designed as a right turn in and right turn out only operation.

10. The Owner agrees to dedicate five (5) feet along 4th Ave. S., south of Airport Way S. for the length of the property at such time as the City is prepared to commence construction. This dedication will allow for a dual left-turn lane from 4th Ave. S. southbound to Airport Way S., as identified in the North Kingdome Area Action Plan, January 1988. Owner shall sign a dedication agreement substantially in the form attached as Exhibit B. The provision for this dual left turn will be critical since the 4th Ave. S./I-90 touchdown intersection is forecasted to reach level-of-service F with a volume-to-capacity ratio of over 1.25; there is a great potential for traffic to divert to Dearborn to access I-5 northbound and I-90 eastbound via Rainier Ave.

11. The design of the parking garage shall not preclude the opportunity to provide a two-way vehicle connection under 4th Ave. S. The applicant shall agree to act in good faith to provide common access for this connection if the opportunity presents itself in the future.

12. Vehicular access to and from the garage facility for parking and loading activities shall be from 4th Ave. S.

except Building 6, which may have access on 5th Ave. S. Vehicular traffic shall be minimized and discouraged to the greatest extent possible from 5th Ave. S.

13. In order to facilitate safe pedestrian circulation from the project site to adjacent districts, yellow flashing pedestrian traffic signals, (or such other safety devices as recommended by SED in consultation with the community, DCD and DCLU) shall be provided at the following locations:

- a. 5th Ave. S. and S. King St. prior to issuance of a building permit for Building 1.
- b. 5th Ave. S. and S. Weller St. prior to a building permit for Building 3.
- c. 5th Ave. S. and S. Lane St. prior to a building permit for Building 4.
- d. 4th Ave. S. between S. King St. and S. Lane St.

E. Transportation Management Plan (TMP) Goals and Objectives.

1. The FCD development shall minimize traffic and other transportation impacts on the adjacent International District and Pioneer Square Plan communities through a TMP to be developed prior to issuance of an occupancy permit.

2. The minimum Transportation Management Program requirements shall include:

- a. A transit subsidy shall be provided for peak hour bus passes to all building employees. An initial subsidy of 50% shall be established, but may be adjusted as part of the biennial TMP reviews.
- b. Preferential carpool parking, located at a desirable location in the garage. The initial rate shall be at least 30% less than the prevailing market rate but may be adjusted as part of biennial TMP reviews.

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c. Program goals shall reflect the assumptions for mitigation shown in the EIS, adjusted to actual employment; i.e. maximum number of SOVs (single occupant vehicles) should be constant for the life of the building, the remainder of employees being carried in high-occupancy vehicles.

3. Project generated vehicular traffic shall be discouraged along Fifth Avenue.

4. Truck loading and service activities shall be encouraged to use designated off-street parking garage locations.

5. Parking spillover impacts shall be responded to by the Owner and mitigated.

6. The parking garage facility shall be a privately owned facility, available to the public, which serves the International District and Pioneer Square especially during non-office hours and weekends.

7. The parking facility shall seek to minimize "park and ride" activity through structuring of fee schedules and other measures.

8. Office complex employees should be encouraged and incentives provided to use public transportation. Elements include but are not restricted to carpool and vanpool incentives and bus pass subsidies.

9. A special monitoring committee should be established to monitor and respond to parking and vehicular circulation impacts. The committee should be comprised of representatives from the International District and Pioneer Square, Department of Community Development, the applicant and/or parking operator, the Seattle Engineering Department and Department of Construction and Land Use.

10. The Owner shall develop TMP prior to issuance of a certificate of occupancy. The TMP shall include provisions for designating a building employee transportation coordinator, carpool and vanpool incentives, bus pass subsidies, and the parameters of a parking management plan and allocation of spaces. The TMP shall be coordinated with similar efforts in the International District, Pioneer Square, and the Kingdome. A full-time parking operator shall be established. The TMP shall closely monitor the parking supply, particularly short-term parking. If demand exceeds supply in the final phases as projected in the FEIS, additional parking spaces should be

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provided in the south garage or other proximate location to reduce the shortfall.

11. The parking facility should be available at a charge after office hours on weekday evenings and weekends for the general public, and at other times when it can be done without interference or inconvenience to employees or patrons of the project. The facility shall participate in validation programs set up by local merchants for the benefit of patrons.

12. No specific mitigating measures are recommended for the following elements of the environment: earth, air, water, energy, public services, land use, or relationship to plans and policies.

F. Retail Uses.

1. The Owner shall be encouraged to attract a mix of tenants in order to create an extended hour environment in the project.

2. Street-level exterior plazas, arcades, and pedestrian corridors shall be encouraged to remain open for public use for extended hours.

G. Term. This Agreement shall remain in effect for the term of the PCD and height rezone approvals. The Property can be developed in accord with those approvals for a term of twelve (12) years from the effective date of the Ordinance approving the rezone, unless extended by the City Council.

Section 2. This Property Use and Development Agreement (hereafter "Agreement") shall be recorded in the records of King County and the covenants hereof shall be deemed to attach to and run with the Property and shall be binding upon the Owners, their heirs, successors and assigns and shall apply to the afteracquired title of the Owners of the Property. This Agreement may be amended or modified by agreement between the Owners and the City; provided such amended agreement shall be approved by the legislative authority of the City by ordinance. Nothing in this Agreement shall prevent the City Council from making such further amendment to the Zoning Ordinance or Land Use Code as it may deem necessary in the public interest. Nothing in this Agreement is intended to authorize any use not otherwise permitted in the IDM Zone.

Section 3. This Agreement is made for the benefit of the City and for the benefit of owners of the property within 300 feet of the Property, and either the City of any such property

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Return TO:

NORWARD J. BROOKS CITY COMPTROLLER
101 SEATTLE MUNICIPAL BUILDING
SEATTLE, WA 98104

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LEGAL DESCRIPTION

PARCEL 1:

A PORTION OF LOTS 4, 5, 6, 7 AND 8 AND OF THE VACATED ALLEY IN BLOCK 28 OF D.S. MAYNARD'S PLAT OF THE TOWN (NOW CITY) OF SEATTLE, KING COUNTY, WASHINGTON, ACCORDING TO THE RECORDED PLAT THEREOF, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF SAID LOT 4; THENCE NORTH ALONG THE WEST LINE OF SAID LOT 4 A DISTANCE OF 55.0 FEET TO A SOUTHWESTERLY CORNER OF THAT CERTAIN PARCEL OF LAND DESCRIBED IN WARRANTY DEED DATED AUGUST 2, 1954, FROM UNION PACIFIC RAILROAD COMPANY TO DOROTHY REPLIN, IDENTIFIED IN SAID RAILROAD COMPANY'S RECORDS AS C.O. NO. 40800-1, UNION PACIFIC LAND SOLD AUDIT NO. 2322; THENCE SOUTHEASTERLY ALONG A SOUTHWESTERLY LINE OF SAID DEEDED PARCEL OF LAND, WHICH IS A TANGENT CURVE CONCAVE NORTHEASTERLY HAVING A RADIUS OF 40.0 FEET, A DISTANCE OF 62.83 FEET TO A POINT THAT IS 15.0 FEET DISTANT NORTHERLY, MEASURED AT RIGHT ANGLES FROM THE SOUTH LINE OF SAID BLOCK 28; THENCE EAST ALONG THE SOUTHERLY LINE OF SAID DEEDED PARCEL OF LAND WHICH IS A STRAIGHT LINE PARALLEL WITH SAID SOUTH LINE OF BLOCK 28, A DISTANCE OF 138.0 FEET, MORE OR LESS, TO A POINT THAT IS 78.0 FEET DISTANT WESTERLY, MEASURED AT RIGHT ANGLES, FROM THE EAST LINE OF SAID BLOCK 28; THENCE NORTH ALONG THE EAST LINE OF SAID DEEDED PARCEL OF LAND WHICH IS A STRAIGHT LINE PARALLEL WITH SAID EAST LINE OF BLOCK 28, A DISTANCE OF 225.0 FEET, MORE OR LESS, TO A POINT IN THE NORTH LINE OF SAID BLOCK 28; THENCE EAST ALONG SAID NORTH LINE OF BLOCK 28, A DISTANCE OF 78.0 FEET, MORE OR LESS, TO THE NORTHEAST CORNER OF SAID BLOCK; THENCE SOUTH ALONG THE EAST LINE OF SAID BLOCK, A DISTANCE OF 240.0 FEET TO THE SOUTHEAST CORNER THEREOF; THENCE WEST ALONG THE SOUTH LINE OF SAID BLOCK, A DISTANCE OF 256.0 FEET TO THE TRUE POINT OF BEGINNING.

CONTAINING AN AREA OF 21,720 SQUARE FEET OR 0.50 OF AN ACRE, MORE OR LESS.

PARCEL 2:

A PARCEL OF LAND BEING ALL OF BLOCKS 25, 26 AND 27 AND THE VACATED ALLEYS LOCATED THEREIN OF D.S. MAYNARD'S PLAT OF THE TOWN (NOW CITY) OF SEATTLE, ACCORDING TO THE RECORDED PLAT THEREOF, AND ALL OF BLOCKS 201 AND 202 AND THE VACATED ALLEYS LOCATED THEREIN OF THE PLAT OF THE SEATTLE TIDE LANDS ACCORDING TO THE RECORDED PLAT THEREOF, AND ALL THOSE PORTIONS OF VACATED KING, WELLER AND LANE STREETS ADJOINING TO THE ABOVE MENTIONED BLOCKS, ALL IN THE CITY OF SEATTLE, KING COUNTY, WASHINGTON.

CONTAINING AN AREA OF 260,870 SQUARE FEET OR 5.99 ACRES, MORE OR LESS.

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PARCEL 3:

A PARCEL OF LAND BEING PORTIONS OF LOTS 1, 2, 3, 4, 5, 6 AND 7 OF THE COLUMBIA AND FUGET SOUND RAILROAD REPLAT OF PART OF BLOCK 283 OF THE SEATTLE TIDE LANDS ACCORDING TO THE RECORDED PLAT THERE OF IN THE CITY OF SEATTLE, KING COUNTY, WASHINGTON, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE MOST NORTHERLY CORNER OF SAID REPLAT;

THENCE ALONG THE WESTERLY LINE OF SAID REPLAT, SOUTH 01 DEGREE 08 MINUTES 05 SECONDS WEST, 402.98 FEET TO THE SOUTHWEST CORNER OF SAID REPLAT;

THENCE ALONG THE SOUTHERLY LINE OF SAID REPLAT, 129.99 FEET TO THE BEGINNING OF A NONTANGENT CURVE, CONCAVE NORTHEASTERLY, FROM WHICH POINT A RADIAL LINE BEARS NORTH 77 DEGREES 10 MINUTES 43 SECONDS EAST, 1127.00 FEET;

THENCE NORTHWESTERLY, ALONG SAID CURVE, THROUGH A CENTRAL ANGLE OF 02 DEGREES 31 MINUTES 50 SECONDS, 49.78 FEET;

THENCE NORTH 01 DEGREE 08 MINUTES 05 SECONDS EAST, 264.77 FEET TO A POINT ON THE NORTHEASTERLY LINE OF SAID REPLAT;

THENCE ALONG SAID NORTHEASTERLY LINE, NORTH 51 DEGREES 59 MINUTES 37 SECONDS WEST, 148.75 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINS AN AREA OF 42,853 SQUARE FEET (0.984 ACRES), MORE OR LESS.

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DEDICATION AGREEMENT AND DECLARATION OF COVENANTS

THIS AGREEMENT AND DECLARATION is made and entered into as of this ____ day of _____, 1989, by Union Pacific Realty ("Owner"), a _____ corporation, and the City of Seattle ("City"), a municipal corporation.

RECITALS

1. Owner is a corporation which owns certain real property located on the southeast corner of Airport Way and Fourth Avenue in the City of Seattle, as more particularly described in Attachment 1 attached hereto and incorporated herein by this reference ("Property" herein).
2. Owner has proposed construction of a Planned Community Development on the Property, and has submitted an application for the proposed project (MUP No. 8600056) ("Project" herein). The applicant has filed several street vacation petitions in connection with the Project.
3. The City of Seattle Engineering Department has published a North Kingdome Union Station Corridor Report which seeks right of way for widening of the intersection at Fourth Avenue and Airport Way to accommodate a southbound left turn lane ("Street Improvement" herein).

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4. The proposed widening is projected to be necessary due to southbound traffic volumes unrelated to Project traffic. The applicant desires to cooperate with the City to the extent feasible in order to take advantage of state and local provisions which allow exchange of real property in lieu of monetary compensation for street vacations.

5. Owner intends to cooperate by agreeing to a future dedication of land which would be taken from the proposed five-foot landscaped setback area on the west side of the proposed future garage to be located at the southeast intersection of Fourth Avenue and Airport Way ("Garage" herein). The owner cannot redesign the Garage due to physical conditions including the I-90 improvements to the east of the Garage. The owner has no objections to the City taking the five-foot setback area, provided there is no adverse impact to the Project.

NOW, THEREFORE, in consideration of the mutual promises of the parties hereto and other good and valuable consideration, receipt of which is hereby acknowledged, the parties hereto covenant and agree themselves and their successors, grantees and assigns as follows:

COVENANTS

1. Dedication Property. Owner agrees to convey to the City up to five (5) feet of property along Airport Way as more specifically described in Attachment 2 attached hereto and incorporated herein by this reference ("Dedication Property")

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herein), subject to the terms and conditions set forth herein. The exact area reserved for dedication shall be determined upon final design of the Project, and shall be limited to the setback area on the west side of the proposed future Garage. In no event will Owner be required to redesign the Project or Garage building to accommodate the street improvement.

2. Notice to Proceed. At such time as the City of Seattle is ready to proceed with the Street Improvement, it shall so notify the Owner in writing by issuing a Notice to Proceed to the following representative of the Owner: Union Station Managing Partner, Union Pacific Realty, 6414 South 228th Street, Suite 100, Kent, WA 98032. The Notice to Proceed shall contain a statement that the City is ready to proceed with the Street Improvement. For purposes of this Declaration of Covenants, the City shall be deemed ready to proceed with the Street Improvement at such time as it has designed the Street Improvement, completed its SEPA review of the Street Improvement and obtained funding for the Street Improvement. Within 30 days from receiving the Notice to Proceed from the City, the Owner shall convey the Dedication Property to the City.

3. Consideration. If the City provides the Owner with the Notice to Proceed as set forth in paragraph 2 above, the Owner shall convey the Dedication Property to the City for no additional consideration; provided however, that is the City selects a Local Improvement District (LID) or funding source

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duly commissioned and sworn, personally appeared _____, to me known to be the _____ of THE CITY OF SEATTLE, a Washington municipal corporation, the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute the said instrument.

WITNESS MY HAND AND OFFICIAL SEAL hereto affixed the day and year first above written.

DRAFT

NOTARY PUBLIC in and for the
State of Washington, residing
at _____.
My commission expires _____.

090055.M115

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ATTACHMENT 1: LEGAL DESCRIPTION OF PROPERTY

PARCEL 3:

A PARCEL OF LAND BEING PORTIONS OF LOTS 1, 2, 3, 4, 5, 6 AND 7 OF THE COLUMBIA AND PUGET SOUND RAILROAD REPLAT OF PART OF BLOCK 283 OF THE SEATTLE TIDE LANDS ACCORDING TO THE RECORDED PLAT THERE OF IN THE CITY OF SEATTLE, KING COUNTY, WASHINGTON, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE MOST NORTHERLY CORNER OF SAID REPLAT;

THENCE ALONG THE WESTERLY LINE OF SAID REPLAT, SOUTH 01 DEGREE 08 MINUTES 05 SECONDS WEST, 402.98 FEET TO THE SOUTHWEST CORNER OF SAID REPLAT;

THENCE ALONG THE SOUTHERLY LINE OF SAID REPLAT, 129.99 FEET TO THE BEGINNING OF A NONTANGENT CURVE, CONCAVE NORTHEASTERLY, FROM WHICH POINT A RADIAL LINE BEARS NORTH 77 DEGREES 10 MINUTES 43 SECONDS EAST, 1127.00 FEET;

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THENCE ALONG SAID NORTHEASTERLY LINE, NORTH 51 DEGREES 59 MINUTES 37 SECONDS WEST, 148.75 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINS AN AREA OF 42,853 SQUARE FEET (0.984 ACRES), MORE OR LESS.

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ATTACHMENT 2

The "Dedication Property" as used within the Declaration of Covenants to which this Exhibit is attached consists of the northwesterly 5' feet of Parcel 3 which is more specifically described as follows:

PARCEL 3:

A PARCEL OF LAND BEING PORTIONS OF LOTS 1, 2, 3, 4, 5, 6 AND 7 OF THE COLUMBIA AND PUGET SOUND RAILROAD REPLAT OF PART OF BLOCK 283 OF THE SEATTLE TIDE LANDS ACCORDING TO THE RECORDED PLAT THERE OF IN THE CITY OF SEATTLE, KING COUNTY, WASHINGTON, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

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City of Seattle

ORDINANCE 114918

AN ORDINANCE relating to land use and zoning; amending Plat 44W, page 116 of the Official Land Use Map; rezoning one of three parcels at the site of the Union Station from International District Mixed 65'/120' (IDM 65'/120') to International District Mixed 65'/150' (IDM 65'/150'); accepting a Property Use and Development Agreement in connection therewith, and approving the planned community development for the entire site (Petition of Union Pacific Realty, Inc. (Upland Industries Corporation); C.F. 297244.)

WHEREAS, Union Pacific Railroad (UPR) is owner of certain real property located at the site of the Union Station in Seattle, King County, Washington ("Property"); and

WHEREAS, UPR proposed future construction of a mixed-use office development to be located on the Property, and in connection therewith filed applications for a planned community development ("PCD") and a height rezone from IDM 65'/120' to IDM 65'/150'; and

WHEREAS, on August 9, 1989, a public hearing was held before the Hearing Examiner for the City of Seattle, following which the Hearing Examiner recommended approval of the PCD and contract rezone; and

WHEREAS, on October 4, 1989, the Urban Redevelopment Committee heard oral arguments and recommended to the full City Council to conditionally grant the contract rezone and PCD; and

WHEREAS, on October 9, 1989, the full City Council sitting in regular session voted to accept the recommendation of the Urban Redevelopment Committee and approved the PCD and contract rezone, subject to certain conditions, as adopted in the Council's Findings and Conclusions; and

WHEREAS, UPR has executed the attached Property Use and Development Agreement (PUDA) incorporating the conditions imposed by the City Council; Now, Therefore,

BE IT ORDAINED BY THE CITY OF SEATTLE AS FOLLOWS:

Section 1. That Plat 44W, page 116 of the Official Land Use Map shall be amended to rezone from International District Mixed 65'/120' (IDM 65'/120') to International District Mixed 65'/150' (IDM 65'/150') Zoning Parcel 2 of the following described property and to reflect approval of an application for a planned community development for all of the following described property:

PARCEL 1:

A portion of Lots 4, 5, 6, 7 and 8 and of the vacated alley in Block 28 of D.S. Maynard's Plat of the Town (now City) of Seattle, King County, Washington, according to the recorded plat thereof, more particularly described as follows:

Beginning at the southwest corner of said Lot 4; thence north along the west line of said Lot 4 a distance of 55.0 feet to a southwesterly corner of that certain parcel of land described in warranty deed dated August 2, 1954, from Union Pacific Railroad Company to Dorothy Replin, identified in said Railroad Company's records as C.D. No. 40800-1, Union Pacific Land Sold Audit No. 2322; thence southeasterly along a southwesterly line of said deeded parcel of land, which is a tangent curve concave northeasterly having a radius of 40.0 feet, a distance of 62.83 feet to a point that is 15.0 feet distant northerly, measured at right angles from the south line of said Block 28; thence east along the southerly line of said deeded parcel of land which is a straight line parallel with said south line of Block 28, a distance of 138.0 feet, more or less, to a point that is 78.0 feet distant westerly, measured at right angles, from the east line of said Block 28; thence north along the east line of said deeded parcel of land which is a straight line parallel with said east line of Block 28, a distance of 225.0 feet, more or less, to a point in the north line of said Block 28; thence east along said north line of Block 28, a distance of 78.0 feet, more or less, to the northeast corner of said block; thence south along the east line of said block, a distance of 240.0 feet to the southeast corner thereof; thence west along the south line of said Block, a distance of 256.0 feet to the true point of beginning.

Containing an area of 21,720 square feet or 0.50 of an acre, more or less.

PARCEL 2:

a parcel of land being all of Blocks 25, 26 and 27 and the vacated alleys located therein of D.S. Maynard's plat of the Town (now City) of Seattle, according to the recorded plat thereof, and all of Blocks 201 and 202 and the vacated alleys located therein of the plat of the Seattle tide lands according to the recorded plat thereof, and all those portions of vacated King, Weller and Lane Streets adjoining to the above mentioned blocks, all in the City of Seattle, King County, Washington.

Containing an area of 260,870 square feet or 5.99 acres, more or less.

PARCEL 3:

A parcel of land being portions of Lots 1, 2, 3, 4, 5, 6 and 7 of the Columbia and Puget Sound Railroad replat of part of Block 283 of the Seattle Tide Lands according to the recorded plat thereof in the City of Seattle, King County, Washington, more particularly described as follows:

Beginning at the most northerly corner of said replat; thence along the westerly line of said replat, south 01 degree 08 minutes 05 seconds west, 402.98 feet to the southwest corner of said replat; thence along the southerly line of said replat, 129.99 feet to the beginning of a nontangent curve, concave northeasterly, from which point a radial line bears north 77 degrees 10 minutes 43 seconds east, 1127.00 feet; thence northeasterly, along said curve, through a central angle of 02 degrees 31 minutes 50 seconds, 49.78 feet; thence north 01 degree 08 minutes 05 seconds east, 264.77 feet to a point on the northeasterly line of said replat; thence along said northeasterly line, north 51 degrees 59 minutes 37 seconds west, 148.75 feet to the point of beginning.

Said parcel contains an area of 42,853 square feet (0.984 acres), more or less.

Section 2. That under the new zoning designation of IDM 65'/150', the rezoned Property may be developed for a planned community development with two buildings reaching 150 feet in height as approved by the City Council, provided that the conditions contained in the attached Property Use and Development Agreement are met.

Section 3. That the City of Seattle hereby accepts the attached Property Use and Development Agreement dated December 12, 1989 and recorded in the records of the Director of Records and Elections of King County, under Recording No. _____ and filed in C.F. 297244, by which UPR agrees to certain restrictions upon the use and development of said property in order to ameliorate any adverse impacts of the PCD and height limitations not otherwise permitted in the International District Mixed 65'/150' (IDM 65'/150') zone.

Section 4. That the City Clerk is hereby authorized and directed to deliver copies of the Property Use and Development Agreement accepted by this ordinance to the Director of Construction and Land Use and the Director of Community Development.

Section 5. A planned community development is hereby approved for the property described in Section 1 subject to the conditions adopted in the Council's Findings and Conclusions attached hereto as Attachment "A."

Section 6. That this ordinance shall take effect and be in force 30 days from and after its passage and approval if by the mayor; otherwise it shall take effect at the time it shall become a law under the provisions of the city charter.

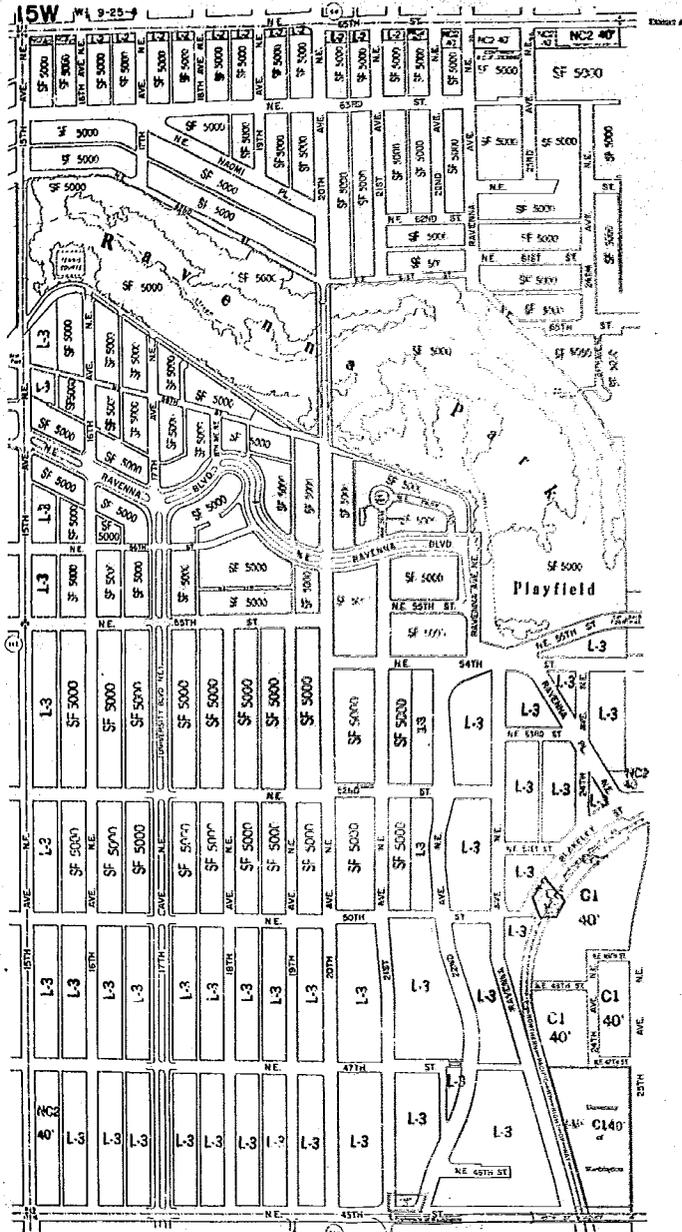
Passed by the City Council the 29th day of January, 1990, and signed by me in open session in authentication of its passage this 29th day of January, 1990.

PAUL KRAABEL,
President of the City Council.
Approved by me this 5th day of February, 1990.
NORMAN B. RICE,
Mayor.

Filed by me this 5th day of February, 1990.
Attest: NORWARD J. BROOKS,
City Comptroller and City Clerk.
(Seal) By THERESA DUNBAR,
Deputy Clerk.

Publication ordered by NORWARD J. BROOKS, Comptroller and City Clerk.
Date of official publication in Daily Journal of Commerce, Seattle, February 22, 1990. (23602)

NOTICE: IF THE DOCUMENT IN THIS FRAME IS LESS CLEAR THAN THIS NOTICE IT IS DUE TO THE QUALITY OF THE DOCUMENT.



REZONE CG TO NC2/40 CONTRACT 61

C.F. 286583
ORD. 14917

1511 1-000-150-101